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APR 17

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RECORDATION NO. 20643

APR 17 '97

10-00AM

(212) 474-1820

RECORDATION NO. 20643

APR 17 '97

10-00AM

April 10, 1997

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Agreement, a "primary document", dated as of April 10, 1997.

The names and addresses of the parties to the primary document are as follows:

LESSOR: SCL Bahn Co., Ltd.
c/o Sumisho Lease Co., Ltd.
Sumitomo Chemical Engineering Center
Building
7-1, Nakase 1-chome, Mihama-ku
Chiba-shi, Chiba 261, Japan

LESSEE: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
17	6-axle diesel-electric locomotives	C-C	9089-9105

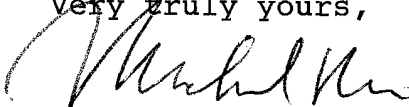
The recordation fee of \$24.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Memorandum of Lease Agreement dated as of April 10, 1997, between SCL Bahn Co., Ltd., as lessor, and Norfolk Southern Railway Company, as lessee, and covering 17 diesel-electric locomotives (numbered NS 9089-9105).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Encl.

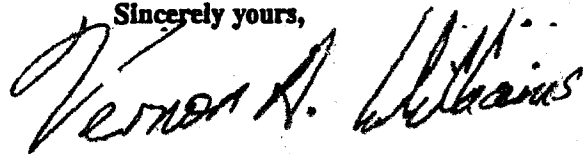
4/17/97

Michael Rice
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York, 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/17/97 at 10:00AM, and assigned recordation number(s). 20643, 20643-A, 20644 and 20645.

Sincerely yours,

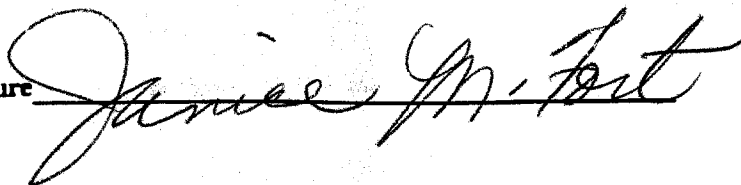


Vernon A. Williams
Secretary

Enclosure(s)

\$ 96.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 20643 FILED

APR 17 '97

10-00AM

MEMORANDUM OF LEASE AGREEMENT dated as of April 10, 1997, between SCL BAHN CO., LTD., a corporation organized under the laws of Japan (hereinafter called the **Lessor**), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the **Lessee**).

WHEREAS the Lessor and the Lessee are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad locomotives listed in Schedule A hereto.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said locomotives by the Lessor, and the leasehold interest in the said locomotives of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SCL BAHN CO., LTD.

by 

NORFOLK SOUTHERN RAILWAY COMPANY

by 

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 10th day of April, 1997, before me personally appeared Yoshiyuki Muramatsu, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SCL BAHN CO., LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
Notary Public

My commission expires

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Dec. 31, 1998

COMMONWEALTH OF VIRGINIA)
) SS.:
CITY OF NORFOLK)

On this 7th day of April, 1997, before me personally appeared James N. Bayley, to me personally known, who, by me being duly sworn, says that he is an authorized agent of NORFOLK SOUTHERN RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edna M. Hobbs
.....
Notary Public

My commission expires

February 28, 1998

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	Norfolk Southern Railway Company <u>Road Numbers</u>
17	General Electric model DASH 9-40CW diesel-electric locomotives	9089 through 9105